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December 27, 1995

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 18408-D
FILED 1325

DEC 28 1995 -3 35 PM

INTERSTATE COMMERCE COMMISSION

Re: GATX Capital Corporation
Leveraged Lease Financing of Railroad Rolling Stock
(GATX Trust No. 93-B)

Dear Mr. Williams:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and one counterpart of the secondary document described below. The undersigned has acted as special counsel in connection with the preparation of the enclosed document and has knowledge of the matters set forth therein.

The enclosed secondary document is as follows:

Amendment No. 1 to Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of March 1, 1994, between Wilmington Trust Company, as trustee under GATX Trust No. 93-B, and State Street Bank and Trust Company of Connecticut, National Association (the "Indenture Trustee"). The primary document to which this Amendment No. 1 to Trust Indenture and Security Agreement is connected is the Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18408-A.

The names and addresses of the parties to the document are as follows:

AMENDMENT NO. 1 TO TRUST INDENTURE AND SECURITY AGREEMENT:

Owner Trustee: Wilmington Trust Company,
as trustee under GATX Trust No. 93-B
1100 North Market Street
Rodney Square North
Wilmington, Delaware 19890

Law Offices of
CHAPMAN AND CUTLER

Indenture Trustee: State Street Bank and Trust Company of
Connecticut, National Association
750 Main Street, Suite 1114
Hartford, Connecticut 06015

A general description of the equipment covered as of the date hereof by the aforesaid document is set forth in Schedule 1 attached to this letter and made a part hereof.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

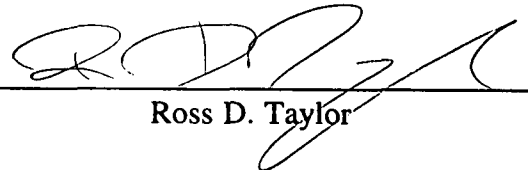
A short summary of the document to appear in the index follows:

Amendment No. 1 to Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of March 1, 1994 between Wilmington Trust Company, as Trustee under GATX Trust No. 93-B, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890 and State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee, 750 Main Street, Hartford, Connecticut 06015. The primary document to which this Amendment No. 1 to Trust Indenture and Security Agreement is connected is the Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18408-A

Very truly yours,

CHAPMAN AND CUTLER

By



Ross D. Taylor

Enclosures

Schedule 1

SCHEDULE OF EQUIPMENT

Forty Maxi-Stack III five unit articulated well-type container cars,
Car Numbers: SP 513390-513429, inclusive

Seventy-Five Maxi-Stack III five unit articulated well-type double
stack containers cars, Car Numbers: SP 513430-513504, inclusive

Twelve Maxi-Stack III five unit articulated double stack container
cars, Car Numbers: CHTT 2004-2015, inclusive

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AMENDMENT NO. 1 TO TRUST INDENTURE AND SECURITY AGREEMENT
(GATX TRUST NO. 93-B)

THIS AMENDMENT NO. 1 TO TRUST INDENTURE AND SECURITY AGREEMENT (GATX TRUST NO. 93-B) dated as of March 1, 1994 (this "*Amendment*") is between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee (the "*Owner Trustee*") under the Trust Agreement dated as of September 1, 1993 for the benefit of Mellon Financial Services Corporation #3, a Pennsylvania corporation, and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION (the "*Indenture Trustee*").

RECITALS:

A. The capitalized terms used in this Amendment shall have the respective meanings set forth in the Indenture (as hereinafter defined) unless otherwise herein defined or the context hereof shall otherwise require.

B. The Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 93-B) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18408-A and supplemented by the Trust Indenture Supplement No. 1 (GATX Trust No. 93-B) dated September 24, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18408-C (collectively, the "*Indenture*").

C. The parties hereto desire to amend the Indenture to the extent, but only to the extent, set forth below.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Owner Trustee and the Indenture Trustee agree as follows:

SECTION 1. AMENDMENT TO INDENTURE.

Annex A to the Indenture (Amortization Schedule) is amended in its entirety by substituting therefor Annex A hereto.

SECTION 2. MISCELLANEOUS.

Section 2.1. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance.

Section 2.2. Counterparts. This Amendment may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Amendment.

Section 2.3. Headings. Any headings or captions preceding the text of the several sections hereof are intended solely for convenience of reference and shall not constitute a part of this Amendment nor shall they affect its meaning, construction or effect.

Section 2.4. Reference to Indenture. Any and all notices, requests, certificates and other instruments executed and delivered concurrently with or after the execution and delivery of this Amendment may refer to the "Trust Indenture and Security Agreement dated as of September 1, 1993" without making specific reference to this Amendment but nevertheless all such references shall be deemed to include this Amendment unless the context shall otherwise require.

Section 2.5. Ratification. Except to the extent hereby amended or modified, the Indenture is in all respects hereby ratified, confirmed and approved by the parties hereto.

Section 2.6. Amortization Schedule of Notes. The Owner Trustee will cause to be provided to the Loan Participants a revised amortization schedule for each Note consistent with Annex A hereto. The Owner Trustee hereby authorizes each Loan Participant to replace the existing amortization schedule to its Note with such revised schedule.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Amendment No. 1 to Trust Indenture and Security Agreement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee

By [Signature]
Its Financial Services Officer

STATE OF Delaware,
COUNTY OF New Castle) SS

On this 20 day of September, 1994, before me personally appeared Edward L. Smith, to me personally known, who being by me duly sworn, says that he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

[NOTARIAL SEAL]

DENISE M. GERAN
NOTARY PUBLIC

My commission expires: My Commission Expires February 16, 1999

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL
ASSOCIATION, as Indenture Trustee

By 

Its

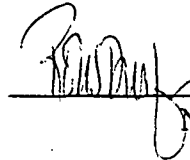
DONALD E. SMITH
VICE PRESIDENT

STATE OF Massachusetts)

) SS

COUNTY OF SUFFOLK)

On this 21st day of Sept, 1994, before me personally appeared DONALD E. SMITH, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

ROBIN S. DURFEE

Notary Public

My commission expires: My Commission Expires April 25, 1997

AMORTIZATION SCHEDULE

ANNEX A
(to Amendment No. 1 to Trust Indenture and Security Agreement
(CATX Trust No. 93-B))

ANNEX A
(to Amendment No. 1 to Trust Indenture and Security Agreement
(GATX Trust No. 93-B))

AMORTIZATION SCHEDULE
6.47% NOTE, SERIES III-A (Based on Percentage of
Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.21702778	3.21702778	0.00000000	100.00000000
Sep-23-94	100.00000000	3.23500000	3.23500000	0.00000000	100.00000000
Mar-23-95	100.00000000	9.69276633	3.23500000	6.45776633	93.54223367
Sep-23-95	93.54223367	3.02609126	3.02609126	0.00000000	93.54223367
Mar-23-96	93.54223367	9.90167508	3.02609126	6.87558382	86.66664986
Sep-23-96	86.66664986	2.80366612	2.80366612	0.00000000	86.66664986
Mar-23-97	86.66664986	10.12410020	2.80366612	7.32043407	79.34621578
Sep-23-97	79.34621578	2.56685008	2.56685008	0.00000000	79.34621578
Mar-23-98	79.34621578	10.36091625	2.56685008	7.79406617	71.55214961
Sep-23-98	71.55214961	2.31471204	2.31471204	0.00000000	71.55214961
Mar-23-99	71.55214961	10.61305430	2.31471204	8.29834226	63.25380735
Sep-23-99	63.25380735	2.04626067	2.04626067	0.00000000	63.25380735
Mar-23-00	63.25380735	10.88150567	2.04626067	8.83524500	54.41856235
Sep-23-00	54.41856235	9.00490349	1.76044049	7.24446299	47.17409936
Mar-23-01	47.17409936	3.92286284	1.52608211	2.39678072	44.77731863
Sep-23-01	44.77731863	3.02320373	1.44854626	1.57465747	43.20266116
Mar-23-02	43.20266116	9.90456260	1.39760609	8.50695651	34.69570465
Sep-23-02	34.69570465	1.12240605	1.12240605	0.00000000	34.69570465
Mar-23-03	34.69570465	12.92419969	1.12240605	11.80179364	22.89391101
Sep-23-03	22.89391101	0.74061802	0.74061802	0.00000000	22.89391101
Mar-23-04	22.89391101	16.66250590	0.74061802	15.92188788	6.97202313
Sep-23-04	6.97202313	7.08802106	0.22554495	6.86247611	0.10954702
Mar-23-05	0.10954702	0.11309087	0.00354385	0.10954702	0.00000000
TOTAL		145.29000000	45.29000000	100.00000000	
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ANNEX A
(to Trust Indenture and Security Agreement)

AMORTIZATION SCHEDULE

7.15% NOTE, SERIES III-B (Based on Percentage of Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.55513889	3.55513889	0.00000000	100.00000000
Sep-23-94	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-05	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-05	100.00000000	21.57877147	3.57500000	18.00377147	81.99622853
Mar-23-06	81.99622853	2.93136517	2.93136517	0.00000000	81.99622853
Sep-23-06	81.99622853	10.84601954	2.93136517	7.91465437	74.08157416
Mar-23-07	74.08157416	22.46511606	2.64841628	19.81669978	54.26487438
Sep-23-07	54.26487438	1.93996926	1.93996926	0.00000000	54.26487438
Mar-23-08	54.26487438	23.22609506	1.93996926	21.28612580	32.97874857
Sep-23-08	32.97874857	1.17899026	1.17899026	0.00000000	32.97874857
Mar-23-09	32.97874857	24.04350132	1.17899026	22.86451106	10.11423751
Sep-23-09	10.11423751	0.36158399	0.36158399	0.00000000	10.11423751
Mar-23-10	10.11423751	10.47582150	0.36158399	10.11423751	0.00000000
T O T A L		201.25237253	101.25237253	100.00000000	
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ANNEX A
(to Trust Indenture and Security Agreement)